

**UTILITY DECLARATION
AND POWER OF ATTORNEY**
Utility Appli ati n

As below named inv ntor, I, **Gail Iannacone**, hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original and first inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled

FOOTWEAR WITH EXPANDED THERMOPLASTIC BEADS IN THE FOOTBED

the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment(s) referred to above.

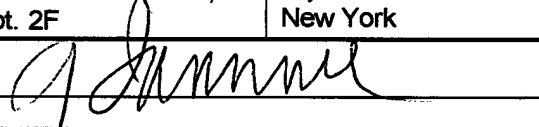
I acknowledge the duty to disclose information which is material to the patentability of this application in accordance with Title 37, Code of Federal Regulations, § 1.56.

POWER OF ATTORNEY: As named inventor, I hereby appoint as our attorneys and/or agents, with full power of substitution and revocation, to prosecute this application and transact all business in the United States Patent and Trademark Office, and in countries other than the United States, and to do all things necessary or appropriate therefor before any competent International Authorities in connection with any international patent application(s) corresponding to the above-identified invention application, all of the registered practitioners identified by Customer Number 21890:

PROSKAUER ROSE, LLP
CUSTOMER NUMBER: 21890

Please direct all inquiries to Robert S. Mayer, Esq., at the above Customer Number.

I further declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with th knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Title 18, United States Code, § 1001 and that such willful false statements may jeopardize th validity of the application or any patent issuing thereon.

201	FULL NAME OF INVENTOR	FIRST Name GAIL	MIDDLE Initial	LAST Name IANNACONE	
	RESIDENCE & CITIZENSHIP	City New York	State or Foreign Country New York	Country of Citizenship U.S.A.	
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INVENTOR'S SIGNATURE				DATE 1/12/04	